

To item 2 of the agenda:

**Resolution No. 1
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 27, 2017
on the appointment of the Chairman of the Annual General Meeting**

**§ 1
Appointment of the Chairman**

The Annual General Meeting of the Company hereby appoints Ms./Mr. [●] as the Chairman of the Annual General Meeting of the Company.

**§ 2
Entry into force**

The Resolution shall enter into force as of the moment of its adoption.

To item 4 of the agenda:

**Resolution No. 2
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 27, 2017
on the appointment of the Ballot Committee**

**§ 1
Appointment of the Ballot Committee**

The Annual General Meeting of the Company hereby appoints Ms./Mr. [●] to the Ballot Committee.

**§ 2
Entry into force**

The Resolution shall enter into force as of the moment of its adoption.

**Resolution No. 3
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 27, 2017
on the appointment of the Ballot Committee**

**§ 1
Appointment of the Ballot Committee**

The Annual General Meeting of the Company hereby appoints Ms./Mr. [●] to the Ballot Committee.

**§ 2
Entry into force**

The Resolution shall enter into force as of the moment of its adoption.

**Resolution No. 4
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 27, 2017
on the appointment of the Ballot Committee**

**§ 1
Appointment of the Ballot Committee**

The Annual General Meeting of the Company hereby appoints Ms./Mr. [●] to the Ballot Committee.

**§ 2
Entry into force**

The Resolution shall enter into force as of the moment of its adoption.

To item 5 of the agenda:

**Resolution No. 5
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 27, 2017
on the adoption of the agenda**

The Annual General Meeting of the Company hereby resolves as follows:

**§ 1
Adoption of the agenda**

The agenda of the Annual General Meeting is hereby adopted with the following wording:

1. Opening of the Annual General Meeting.
2. Appointment of the Chairman of the Annual General Meeting.
3. Validation of correctness of convening the Annual General Meeting and its ability to adopt binding resolutions.
4. Appointment of the Ballot Committee.
5. Adoption of the agenda.
6. Management Board's presentation of:
 - a) the Management Board's Report on the Company's activities in the financial year 2016 and the Company's financial statements for the financial year 2016,
 - b) the Management Board's Report on the activities of the capital group of the Company in the financial year 2016 and the consolidated financial statements of the capital group of the Company for the financial year 2016,
 - c) the report on the activities of Netshare Sp. z o.o. (company merged into Cyfrowy Polsat S.A. on November 30, 2016) for the period from January 1, 2016 to November 30, 2016 and the financial statements of Netshare Sp. z o.o. for the period from January 1, 2016 to November 30, 2016.
 - d) the financial statements of Metelem Holding Company Ltd. seated in Cyprus (company merged into Cyfrowy Polsat S.A. on April 7, 2017) for the period from January 1, 2016 to December 31, 2016.
7. The Supervisory Board's presentation of its statement concerning the evaluation of the Management Board's Report on the Company's activities in the financial year 2016 and the Company's financial statements for the financial year 2016, as well as the Management Board's motion regarding the distribution of the Company's profit generated in the financial year 2016.
8. The Supervisory Board's presentation of the evaluation of the Company's standing and the Management Board's activities.
9. Consideration and adoption of a resolution approving the Management Board's Report on the Company's activities in the financial year 2016.
10. Consideration and adoption of a resolution approving the Company's annual financial statements for the financial year 2016.
11. Consideration and adoption of a resolution approving the Management Board's Report on activities of the capital group of the Company in the financial year 2016.

12. Consideration and adoption of a resolution approving the consolidated annual financial statements of the capital group of the Company for the financial year 2016.
13. Consideration and adoption of a resolution approving the Management Board's Report on the activities of Netshare Sp. z o.o. in the period from January 1, 2016 to November 30, 2016.
14. Consideration and adoption of a resolution approving the financial statements of Netshare Sp. z o.o. in the period from January 1, 2016 to November 30, 2016.
15. Consideration and adoption of a resolution approving the financial statements of Metelem Holding Company Ltd. in the period from January 1, 2016 to December 31, 2016.
16. Consideration and adoption of a resolution approving the Supervisory Board's Report for the financial year 2016.
17. Adoption of resolutions granting a vote of approval to the members of the Management Board for the performance of their duties in the year 2016.
18. Adoption of resolutions granting a vote of approval to the members of the Supervisory Board for the performance of their duties in the year 2016.
19. Adoption of resolutions granting a vote of approval to the members of the Management Board of Netshare Sp. z o.o. for the performance of their duties in the period from January 1, 2016 to November 30, 2016.
20. Adoption of resolutions granting a vote of approval to the members of the Management Board of Metelem Holding Company Ltd. for the performance of their duties in the period from January 1, 2016 to December 31, 2016.
21. Adoption of a resolution on the distribution of the Company's profit for the financial year 2016.
22. Adoption of a resolution on the distribution of profit of Netshare Sp. z o.o. for the financial year 2016.
23. Adoption of a resolution on the distribution of profit of Metelem Holding Company Ltd. for the financial year 2016.
24. Adoption of a resolution on the cross border merger by acquisition between Cyfrowy Polsat S.A. and Eileme 1 AB (publ) seated in Stockholm, Eileme 2 AB (publ) seated in Stockholm, Eileme 3 AB (publ) seated in Stockholm and Eileme 4 AB (publ) seated in Stockholm.
25. Closing of the Annual General Meeting.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

Justification of draft resolutions no. 1 – 5

The resolutions are of an organizational and formal nature and their purpose is to conduct the Annual General Meeting in a correct manner.

To item 9 of the agenda:

**Resolution No. 6
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 27, 2017
approving the Management Board’s Report on the Company’s activities in the financial year 2016**

§1

Approval of the Management Board’s Report on the Company’s activities in the financial year 2016

Pursuant to article 395 § 2 item 1 of the Commercial Companies Code and article 24(a) of the Company’s Article of Association, after consideration of the Management Board’s Report on Company’s activities in the financial year 2016 presented by the Company’s Management Board, the Annual General Meeting hereby approves the Management Board’s Report on the Company’s activities in the financial year 2016.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

Justification of draft resolution no. 6

Pursuant to article 395 § 2 item 1 of the Commercial Companies Code the agenda of the annual general meeting shall include, among others, the consideration and approval of the management board’s report on the operations of the company, which requires a resolution of the annual general meeting pursuant to article 393 item 1 of the Commercial Companies Code

To item 10 of the agenda:

**Resolution No. 7
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 27, 2017
approving the Company's annual financial statements for the financial year 2016**

§1

Approval of the Company's annual financial statements for the financial year 2016

Pursuant to article 395 § 2 item 1 of the Commercial Companies Code and article 24(a) of the Company's Article of Association, after consideration of the financial statements for the financial year ended December 31, 2016, the Annual General Meeting hereby approves the financial statements for the financial year ended December 31, 2016, including:

- a) the standalone income statement showing a net profit of PLN 578.0 million;
- b) the standalone statement of comprehensive income showing a total comprehensive income of PLN 585.9 million;
- c) the standalone balance sheet showing total assets and total equity and liabilities of PLN 13,283.8 million;
- d) the standalone cash flow statement showing a net increase in cash and cash equivalents amounting to PLN 142.4 million;
- e) the standalone statement of changes in equity showing an increase in equity of PLN 568.0 million;
- f) notes to the financial statements.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

Justification of draft resolution no. 7

Pursuant to article 395 § 2 item 1 of the Commercial Companies Code the agenda of the annual general meeting shall include, among others, the consideration and approval of the financial report for the previous financial year, which requires a resolution of the annual general meeting pursuant to article 393 item 1 of the Commercial Companies Code.

To item 11 of the agenda:

**Resolution No. 8
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 27, 2017
approving the Management Board's Report on the activities of the capital group of the Company
in the financial year 2016**

**§1
Approval of the Management Board's Report on the activities of the capital group of the Company
in the financial year 2016**

Pursuant to article 395 § 5 of the Commercial Companies Code, after consideration of the Management Board's Report on the activities of the capital group of the Company in the financial year 2016, the Annual General Meeting hereby approves the Management Board's Report on the activities of the capital group of the Company in the financial year 2016.

**§ 2
Entry into force**

The Resolution shall enter into force on the date of its adoption.

Justification of draft resolution no. 8

Pursuant to article 395 § 5 of the Commercial Companies Code the agenda of the annual general meeting may also include the consideration and approval the financial report of the capital group in the meaning of the accounting law, and matters other than those listed in § 2.

To item 12 of the agenda:

**Resolution No. 9
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna („Company”)
seated in Warsaw
dated June 27, 2017
approving the consolidated annual financial statements of the capital group of the Company
for the financial year 2016**

**§1
Approval of the consolidated annual financial statements of the capital group of the Company
for the financial year 2016**

Pursuant to article 395 § 5 of the Commercial Companies Code, after consideration of the consolidated financial statements of the capital group of the Company for the financial year ended December 31, 2016 the Annual General Meeting hereby approves the consolidated financial statements of the capital group of the Company for the financial year ended December 31, 2016, including:

- a) the consolidated income statement showing a net profit of PLN 1,021.0 million;
- b) the consolidated statement of comprehensive income for the period showing a total comprehensive income of PLN 1,029.2 million;
- c) the consolidated balance sheet showing total assets and total equity and liabilities of PLN 27,729.3 million;
- d) the consolidated cash flow statement showing a net decrease in cash and cash equivalents amounting to PLN 189.5 million;
- e) the consolidated statement of changes in equity showing an increase in equity of PLN 1,127.5 million;
- f) notes to the consolidated financial statements.

**§ 2
Entry into force**

The Resolution shall enter into force on the date of its adoption.

Justification of draft resolution no. 9

Pursuant to article 395 § 5 of the Commercial Companies Code the agenda of the annual general meeting may also include the consideration and approval the financial report of the capital group in the meaning of the accounting law, and matters other than those listed in § 2.

To item 13 of the agenda:

**Resolution No. 10
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 27, 2017
approving the Management Board's Report on the activities of Netshare Sp. z o.o.
in the period from January 1, 2016 to November 30, 2016**

**§1
Approval of the Management Board's Report on the activities of Netshare Sp. z o.o.
in the period from January 1, 2016 to November 30, 2016**

Pursuant to article 395 § 2 item 1 of the Commercial Companies Code in connection with article 231 § 2 item 1 of the Commercial Companies Code, after consideration of Report on the activities of Netshare Sp. z o.o. in the period from January 1, 2016 to November 30, 2016, presented by the Management Board, the Annual General Meeting hereby approves this Report.

**§ 2
Entry into force**

The Resolution shall enter into force on the date of its adoption.

Justification of draft resolution no. 10

In connection with the merger by acquisition of Netshare Sp. z o.o. with Cyfrowy Polsat S.A. on November 30, 2016, Cyfrowy Polsat S.A. became the legal successor of the acquired subsidiary. Thus, the Annual General Meeting of Cyfrowy Polsat S.A., as the legal successor, has taken over the duties of the approving body of the acquired company. Pursuant to article 395 § 2 item 1 of the Commercial Companies Code in connection with article 231 § 2 item 1 of the Commercial Companies Code the agenda of the annual general meeting should include, among others, the consideration and approval of the management board's report on the operations of the company, which requires a resolution of the annual general meeting pursuant to article 393 item 1 of the Commercial Companies Code in connection with article 228 item 1 of the Commercial Companies Code.

To item 14 of the agenda:

**Resolution No. 11
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 27, 2017
approving the annual financial statements of Netshare Sp. z o.o.
for the period from January 1, 2016 to November 30, 2016**

§1

**Approval of the annual financial statements of Netshare Sp. z o.o.
for the period from January 1, 2016 to November 30, 2016**

Pursuant to article 395 § 2 item 1 of the Commercial Companies Code in connection with article 231 § 2 item 1 of the Commercial Companies Code, after consideration of the financial statements of Netshare Sp. z o.o. for the period from January 1, 2016 to November 30, 2016, the Annual General Meeting hereby approves the financial statements of Netshare Sp. z o.o. for the period from January 1, 2016 to June 30, 2016, including:

- a) the balance sheet showing total assets and total equity and liabilities of PLN 27,914,895;
- b) the income statement showing a net profit of PLN 6,851,760;
- c) additional information and explanations.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

Justification of draft resolution no. 11

In connection with the merger by acquisition of Netshare Sp. z o.o. with Cyfrowy Polsat S.A. on November 30, 2016, Cyfrowy Polsat S.A. became the legal successor of the acquired subsidiary. Thus, the Annual General Meeting of Cyfrowy Polsat S.A., as the legal successor, has taken over the duties of the approving body of the acquired company. Pursuant to article 395 § 2 item 1 in connection with article 231 § 2 item 1 of the Commercial Companies Code the agenda of the annual general meeting should include, among others, the consideration and approval of the financial report of the company for the previous financial year, which requires a resolution of the annual general meeting pursuant to article 393 item 1 of the Commercial Companies Code in connection with article 228 item 1 of the Commercial Companies Code.

To item 15 of the agenda:

**Resolution No. 12
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna („Company”)
seated in Warsaw
dated June 27, 2017
approving the annual financial statements of Metelem Holding Company Ltd.
for the period from January 1, 2016 to December 31, 2016**

§1

**Approval of the annual financial statements of Metelem Holding Company Ltd.
for the period from January 1, 2016 to December 31, 2016**

Pursuant to article 395 § 5 item 1 of the Commercial Companies Code, after consideration of the financial statements of Metelem Holding Company Ltd. seated in Cyprus for the period from January 1, 2016 to December 31, 2016, the Annual General Meeting hereby approves the financial statements of Metelem Holding Company Ltd. for the period from January 1, 2016 to December 31, 2016, including:

- a) the income statement showing a net profit of PLN 37,864,975;
- b) the balance sheet showing total assets and total equity and liabilities of PLN 6,195,684,608;
- c) the consolidated cash flow statement showing a net increase in cash and cash equivalents amounting to PLN 51,718,700 ;
- d) the consolidated statement of changes in equity showing an increase in equity of PLN 37,864,975.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

Justification of draft resolution no. 12

In connection with the merger by acquisition of Metelem Holding Company Ltd., seated in Cyprus, with Cyfrowy Polsat S.A. on April 7, 2017, Cyfrowy Polsat S.A. became the legal successor of the acquired subsidiary. Thus, the Annual General Meeting of Cyfrowy Polsat S.A., as the legal successor, has taken over the duties of the approving body of the acquired company. Pursuant to article 395 § 2 item 1 of the Commercial Companies Code the agenda of the Annual General Meeting should include, among others, the consideration and approval of the financial report of the company for the previous financial year, which requires a resolution of the annual general meeting.

To item 16 of the agenda:

**Resolution No. 13
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 27, 2017
approving the Supervisory Board's Report for the financial year 2016**

**§1
Approval of the Supervisory Board's Report for the financial year 2016**

Pursuant to article 395 § 5 of the Commercial Companies Code and article 24(a) of the Company's Articles of Association, the Annual General Meeting approves the report of the Supervisory Board on its activities in the financial year 2016.

**§ 2
Entry into force**

The Resolution shall enter into force on the date of its adoption.

Justification of draft resolution no. 13

Pursuant to article 395 § 5 of the Commercial Companies Code the agenda of the annual general meeting may also include the consideration and approval the financial report of the capital group in the meaning of the accounting law, and matters other than those listed in § 2. According to the provisions of article 24(a) of the Company's Articles of Association, the approval of the Supervisory Board's Report lies in the competence of the Annual General Meeting and requires the adoption of an appropriate resolution. Pursuant to principle II.Z.10 of the Code of Best Practices of WSE Listed Companies 2016, once a year the Supervisory Board prepares and presents to the Annual General Meeting the information included in the Supervisory Board's Report for the financial year 2016.

To item 17 of the agenda:

**Resolution No. 14
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 27, 2017
granting a vote of approval to Mr. Tobias Solorz**

§1

Granting a vote of approval to Mr. Tobias Solorz

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 24(c) of the Company's Articles of Association, the Annual General Meeting of Cyfrowy Polsat S.A. hereby grants approval of performance by Mr. Tobias Solorz, President of the Management Board of the Company, of his duties in 2016.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 15
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 27, 2017
granting a vote of approval to Mr. Dariusz Działkowski**

§1

Granting a vote of approval to Mr. Dariusz Działkowski

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 24(c) of the Company's Articles of Association, the Annual General Meeting of Cyfrowy Polsat S.A. hereby grants approval of performance by Mr. Dariusz Działkowski, Member of the Management Board of the Company, of his duties in 2016.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption

**Resolution No. 16
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 27, 2017
granting a vote of approval to Mr. Tomasz Gillner-Gorywoda**

§1

Granting a vote of approval to Mr. Tomasz Gillner-Gorywoda

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 24(c) of the Company's Articles of Association, the Annual General Meeting of Cyfrowy Polsat S.A. hereby grants approval of performance by Mr. Tomasz Gillner-Gorywoda, Member of the Management Board of the Company, of his duties in 2016.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 17
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 27, 2017
granting a vote of approval to Ms. Aneta Jaskólska**

§1

Granting a vote of approval to Ms. Aneta Jaskólska

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 24(c) of the Company's Articles of Association, the Annual General Meeting of Cyfrowy Polsat S.A. hereby grants approval of performance by Ms. Aneta Jaskólska, Member of the Management Board of the Company, of her duties in 2016.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 18
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 27, 2017
granting a vote of approval to Ms. Agnieszka Odorowicz**

§1

Granting a vote of approval to Ms. Agnieszka Odorowicz

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 24(c) of the Company's Articles of Association, the Annual General Meeting of Cyfrowy Polsat S.A. hereby grants approval of performance by Ms. Agnieszka Odorowicz, Member of the Management Board of the Company in the period from March 1, 2016 to December 31, 2016, of her duties in the aforementioned period.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 19
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 27, 2017
granting a vote of approval to Ms. Katarzyna Ostap-Tomann**

§1

Granting a vote of approval to Ms. Katarzyna Ostap-Tomann

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 24(c) of the Company's Articles of Association, the Annual General Meeting of Cyfrowy Polsat S.A. hereby grants approval of performance by Ms. Katarzyna Ostap-Tomann, Member of the Management Board of the Company in the period from October 1, 2016 to December 31, 2016, of her duties in the aforementioned period.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 20
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 27, 2017
granting a vote of approval to Mr. Maciej Stec**

§1

Granting a vote of approval to Mr. Maciej Stec

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 24(c) of the Company's Articles of Association, the Annual General Meeting of Cyfrowy Polsat S.A. hereby grants approval of performance by the Member of the Management Board of the Company – Mr. Maciej Stec, of his duties in 2016.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 21
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 27, 2017
granting a vote of approval to Mr. Tomasz Szeląg**

§1

Granting a vote of approval to Mr. Tomasz Szeląg

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 24(c) of the Company's Articles of Association, the Annual General Meeting of Cyfrowy Polsat S.A. hereby grants approval of performance by Mr. Tomasz Szeląg, Member of the Management Board of the Company in the period from January 1, 2016 to September 30, 2016, of his duties in the aforementioned period.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

To item 18 of the agenda:

**Resolution No. 22
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 27, 2017
granting a vote of approval to Mr. Zygmunt Solorz**

§1

Granting a vote of approval to Mr. Zygmunt Solorz

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 24(c) of the Company's Articles of Association, the Annual General Meeting of Cyfrowy Polsat S.A. hereby grants approval of performance by Mr. Zygmunt Solorz, Chairman of the Supervisory Board of the Company in the period from January 1, 2016 to September 30, 2016, of his duties in the aforementioned period.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 23
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 27, 2017
granting a vote of approval to Mr. Marek Kapuściński**

§1

Granting a vote of approval to Mr. Marek Kapuściński

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 24(c) of the Company's Articles of Association, the Annual General Meeting of Cyfrowy Polsat S.A. hereby grants approval of performance Mr. Marek Kapuściński, Member of the Supervisory Board in the period from October 1, 2016 to October 25, 2016 and Chairman of the Supervisory Board of the Company in the period from October 25, 2016 to December 31, 2016, of his duties in the aforementioned period.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 24
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 27, 2017
granting a vote of approval to Mr. Józef Birka**

§1

Granting a vote of approval to Mr. Józef Birka

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 24(c) of the Company's Articles of Association, the Annual General Meeting of Cyfrowy Polsat S.A. hereby grants approval of performance by Mr. Józef Birka, Member of the Supervisory Board of the Company, of his duties in 2016.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 25
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 27, 2017
granting a vote of approval to Mr. Robert Gwiazdowski**

§1

Granting a vote of approval to Mr. Robert Gwiazdowski

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 24(c) of the Company's Articles of Association, the Annual General Meeting of Cyfrowy Polsat S.A. hereby grants approval of performance by Mr. Robert Gwiazdowski, Member of the Supervisory Board of the Company, of his duties in 2016.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 26
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 27, 2017
granting a vote of approval to Mr. Aleksander Myszka**

§1|

Granting a vote of approval to Mr. Aleksander Myszka

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 24(c) of the Company's Articles of Association, the Annual General Meeting of Cyfrowy Polsat S.A. hereby grants approval of performance by Mr. Aleksander Myszka, Member of the Supervisory Board of the Company, of his duties in 2016.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 27
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 27, 2017**

granting a vote of approval to Mr. Leszek Reksa

§1

Granting a vote of approval to Mr. Leszek Reksa

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 24(c) of the Company's Articles of Association, the Annual General Meeting of Cyfrowy Polsat S.A. hereby grants approval of performance by Mr. Leszek Reksa, Member of the Supervisory Board of the Company, of his duties in 2016.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 28
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 27, 2017**

granting a vote of approval to Mr. Heronim Ruta

§1

Granting a vote of approval to Mr. Heronim Ruta

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 24(c) of the Company's Articles of Association, the Annual General Meeting of Cyfrowy Polsat S.A. hereby grants approval of performance by Mr. Heronim Ruta, Member of the Supervisory Board of the Company, of his duties in 2016.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 29
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 27, 2017
granting a vote of approval to Mr. Tomasz Szeląg**

§1

Granting a vote of approval to Mr. Tomasz Szeląg

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 24(c) of the Company's Articles of Association, the Annual General Meeting of Cyfrowy Polsat S.A. hereby grants approval of performance by Mr. Tomasz Szeląg, Member of the Supervisory Board of the Company in the period from October 1, 2016 to December 31, 2016, of his duties during the abovementioned period.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

Justification of draft resolutions no. 14 - 29

Pursuant to article 393 item 1) of the Commercial Companies Code granting of approval of the performance by the members of the company governing bodies of their duties requires a resolution of the annual general meeting. Pursuant to article 395 § 2 item 3) of the Commercial Companies Code the agenda of the annual general meeting should also include granting of approval of the performance by the members of the company governing bodies of their duties.

To item 19 of the agenda:

**Resolution No. 30
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 27, 2017**

granting a vote of approval to persons acting as Members of the Management Board of Netshare Sp. z o.o.

§1

Granting a vote of approval to Mr. Tomasz Szeląg

Pursuant to article 395 § 2 item 3), in connection with article 231 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting of Cyfrowy Polsat S.A. hereby grants approval of performance by Mr. Tomasz Szeląg, Member of the Management Board of Netshare Sp. z o.o. in the period from January 1, 2016 to September 30, 2016, of his duties in the abovementioned period.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 31
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 27, 2017**

granting a vote of approval to persons acting as Members of the Management Board of Netshare Sp. z o.o.

§1

Granting a vote of approval to Mr. Dariusz Działkowski

Pursuant to article 395 § 2 item 3), in connection with article 231 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting of Cyfrowy Polsat S.A. hereby grants approval of performance by Mr. Dariusz Działkowski, Member of the Management Board of Netshare Sp. z o.o. in the period from January 1, 2016 to November 30, 2016, of his duties in the abovementioned period.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 32
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 27, 2017**

granting a vote of approval to persons acting as Members of the Management Board of Netshare Sp. z o.o.

§1

Granting a vote of approval to Ms. Aneta Jaskólska

Pursuant to article 395 § 2 item 3), in connection with article 231 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting of Cyfrowy Polsat S.A. hereby grants approval of performance by Ms. Aneta Jaskólska, Member of the Management Board of Netshare Sp. z o.o. in the period from January 1, 2016 to November 30, 2016, of her duties in the abovementioned period.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

Justification of draft resolutions no. 30 - 32

In connection with the merger by acquisition of Netshare Sp. z o.o. with Cyfrowy Polsat S.A. on November 30, 2016, Cyfrowy Polsat S.A. became the legal successor of the acquired subsidiary. Thus, the Annual General Meeting of Cyfrowy Polsat S.A., as the legal successor, has taken over the duties of the approving body of the acquired company. Pursuant to article 395 § 2 item 3) in connection with article 231 § 2 item 3) of the Commercial Companies Code, granting of approval of the performance by the members of the company governing bodies of their duties requires a resolution of the annual general meeting.

To item 20 of the agenda:

**Resolution No. 33
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 27, 2017
granting a vote of approval to persons acting as Members of the Management Board
of Metelem Holding Company Ltd.**

§1

Granting a vote of approval to Ms. Joanna Elia

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting of Cyfrowy Polsat S.A. hereby grants approval of performance by Ms. Joanna Elia, Member of the Management Board of Metelem Holding Company Ltd. in the period from January 1, 2016 to December 31, 2016, of her duties in the abovementioned period.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 34
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 27, 2017
granting a vote of approval to persons acting as Members of the Management Board
of Metelem Holding Company Ltd.**

§1

Granting a vote of approval to Mr. Pantelis Christofides

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting of Cyfrowy Polsat S.A. hereby grants approval of performance by Mr. Pantelis Christofides, Member of the Management Board of Metelem Holding Company Ltd. in the period from January 1, 2016 to December 31, 2016, of his duties in the abovementioned period.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

Justification of draft resolutions no. 33 - 34

In connection with the merger by acquisition of Metelem Holding Company Ltd. with Cyfrowy Polsat S.A. on April 7, 2017, Cyfrowy Polsat S.A. became the legal successor of the acquired subsidiary. Thus, the Annual General Meeting of Cyfrowy Polsat S.A., as the legal successor, has taken over the duties of the approving body of the acquired company. Pursuant to article 395 § 2 item 3) of the Commercial Companies Code, granting of approval of the performance by the members of the company governing bodies of their duties requires a resolution of the annual general meeting.

To item 21 of the agenda:

**Resolution No. 35
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 27, 2017
on the distribution of the Company's profit for the financial year 2016**

The Annual General Meeting of the Company hereby resolves as follows:

§1

Allocation of the Company's profit for the financial year 2016

Pursuant to Article 395 § 2 item 2 of the Commercial Companies Code and pursuant to Article 24(b) and Article 34 of the Company's Articles of Association, as well as taking into account the economic standing of the Company, the Annual General Meeting of the Company hereby distributes the net profit earned by the Company in the financial year 2016, in the amount of PLN 577,955,495.16 (say: five hundred seventy seven million nine hundred fifty five thousand four hundred and ninety five zlotys sixteen grosze) as follows:

- PLN 204,654,725.12 (say: two hundred and four million six hundred fifty four thousand seven hundred twenty five zlotys and twelve grosze) is to be distributed as dividends to the shareholders of the Company,
- PLN 373,300,770.04 (say: three hundred seventy three million three hundred thousand seven hundred and seventy zlotys and four grosze) is to be allocated to the reserve capital.

§ 2

Dividend day and dividend payment day

Acting pursuant to Article 348 § 4 of the Commercial Companies, the Annual General Meeting hereby schedules the dividend day for July 20, 2017, and the dividend payment day for August 3, 2017.

§ 3

Entry into force

The Resolution shall enter into force on the date of its adoption.

Justification of draft resolution no. 35

Pursuant to article 395 § 2 item 2) of the Commercial Companies Code the agenda of the annual general meeting should include, among others, the adoption of a resolution on the distribution of profits or the financing of losses.

In accordance with the dividend policy adopted on November 8, 2016, the if the ratio of the Group's net debt to consolidated EBITDA, as calculated for the end of the quarter preceding the quarter of adoption of the dividend payout resolution and while accounting for the impact that the proposed dividend payout will have on net debt, is lower than 3.2x but higher than 2.5x, then the Management Board of the Company will recommend a dividend payout in the range between PLN 200 million and PLN 400 million;

To item 22 of the agenda:

**Resolution No. 36
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 27, 2017
on the distribution of the profit of Netshare Sp. z o.o. for the financial year 2016**

The Annual General Meeting of the Company hereby resolves as follows:

**§1
Allocation of the profit Netshare Sp. z o.o. for the financial year 2016**

Pursuant to Article 395 § 2 item 2 in connection with Article 231 § 2 item 2 of the Commercial Companies Code, the Annual General Meeting of the Company hereby allocates the entire net profit stated in the financial statements of Netshare Sp. z o.o. in the amount of PLN 6,851,760.00 to the coverage of losses from previous years.

**§ 2
Entry into force**

The Resolution shall enter into force on the date of its adoption.

Justification of draft resolution no. 36

In connection with the merger by acquisition of Netshare Sp. z o.o. with Cyfrowy Polsat S.A. on November 30, 2016, Cyfrowy Polsat S.A. became the legal successor of the acquired subsidiary. Thus, the Annual General Meeting of Cyfrowy Polsat S.A., as the legal successor, has taken over the duties of the approving body of the acquired company. Pursuant to article 395 § 2 item 2 in connection with Article 231 § 2 item 2 of the Commercial Companies Code the agenda of the annual general meeting should include, among others, the adoption of a resolution on the distribution of profits or the financing of losses.

To item 23 of the agenda:

**Resolution No. 37
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 27, 2017
on the distribution of the profit of Metelem Holding Company Ltd. for the financial year 2016**

The Annual General Meeting of the Company hereby resolves as follows:

**§1
Allocation of the profit of Metelem Holding Company Ltd. for the financial year 2016**

Pursuant to Article 395 § 2 item 2 in connection with Article 231 § 2 item 2 of the Commercial Companies Code, the Annual General Meeting of the Company hereby allocates the entire net profit stated in the financial statements of Metelem Holding Company Ltd. in the amount of PLN 37,864,974.48 to the reserve capital of Cyfrowy Polsat S.A.

**§ 2
Entry into force**

The Resolution shall enter into force on the date of its adoption.

Justification of draft resolution no. 37

In connection with the merger by acquisition of Metelem Holding Company Ltd. with Cyfrowy Polsat S.A. on April 7, 2017, Cyfrowy Polsat S.A. became the legal successor of the acquired subsidiary. Thus, the Annual General Meeting of Cyfrowy Polsat S.A., as the legal successor, has taken over the duties of the approving body of the acquired company. Pursuant to article 395 § 2 item 2 of the Commercial Companies Code the agenda of the annual general meeting should include, among others, the adoption of a resolution on the distribution of profits or the financing of losses.

To item 24 of the agenda:

Resolution No. 38
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 27, 2017
concerning the cross-border merger by acquisition
Cyfrowy Polsat S.A. with Eileme 1 AB (Publ) with its registered office in Stockholm, Eileme 2 AB (Publ) with its
registered office in Stockholm, Eileme 3 AB (Publ) with its registered office in Stockholm, Eileme 4 AB (Publ) with its
registered office in Stockholm

§ 1

Acting pursuant to art. 506 of the Polish Commercial Companies Code (CCC) in connection with art. 516¹ CCC, the Annual General Meeting of Cyfrowy Polsat S.A. with its registered office in Warsaw ("Acquiring Company") hereby decides, in accordance with art. 492 § 1 point 1 CCC in conjunction with art. 516¹⁵ and art. 516¹ CCC, on a cross-border merger (by acquisition) of the Acquiring Company with: **Eileme 1 AB (Publ) with its registered office in Stockholm**, registered with **the Swedish Companies Register (Sw. aktiebolagsregistret)** under number **556854-5668**; **Eileme 2 AB (Publ) with its registered office in Stockholm**, registered with **the Swedish Companies Register** under number **556854-5676**, **Eileme 3 AB (Publ) with its registered office in Stockholm**, registered with **the Swedish Companies Register** under number **556854-5692**, **Eileme 4 AB (Publ) with its registered office in Stockholm**, registered with **the Swedish Companies Register** under number **556854-5684** ("Ceasing Companies"), by way of transferring to the Acquiring Company - the holder, directly or indirectly of 100% share of the Ceasing Companies share capital - all of the assets and liabilities of the Ceasing Companies and dissolving of the Ceasing Companies without going into liquidation.

§ 2

The Annual General Meeting of the Acquiring Company decides that the merger of the Acquiring Company with the Ceasing Companies will be held in the manner set out in art. 515 § 1 CCC in conjunction with art. 516¹ CCC, without increasing of the Acquiring Company's share capital and without changing of the Articles of Association of the Acquiring Company and in accordance with the rules set out in the common draft terms of a cross-border merger by acquisition, approved by the management boards of the Acquiring Company and the board of directors of the Ceasing Companies on **17th of May, 2017** ("Draft Terms"), attached to this resolution, made publicly available, free of charge, on the website of the Acquiring Company in accordance with article 516[4] §1 CCC.

§3

The Annual General Meeting of the Acquiring Company agrees to the Draft Terms attached to this resolution.

§4

The Management Board is authorized to exercise any and all necessary activities related to the carrying out of the cross-border merger of the Acquiring Company with the Ceasing Companies.

§ 5

This resolution enters into force on the date of adoption.

Justification of draft resolution no. 38

The Acquiring Company and the Ceasing Companies (the "Merging Companies") intend to carry out the cross-border merger as a consequence of (i) the acquisition by CYFROWY POLSAT indirectly, with the participation of EILEME 1, EILEME 2, EILEME 3, EILEME 4, 100% of the shares of the company Polkomtel Sp. z o.o., (ii) the significant reconstruction of the external debt of the group of companies controlled directly or indirectly by CYFROWY POLSAT ("POLSAT Group"), to which the Merging Companies belong, ending in the concentration of the debt directly within the companies conducting most significant operational activities and (iii) the repayment of intercompany debts within POLSAT Group to which the Merging Companies belong.

The cross-border merger of CYFROWY POLSAT and EILEME 1, EILEME 2, EILEME 3, EILEME 4 will simplify the capital structure of POLSAT Group, which includes EILEME 1, EILEME 2, EILEME 3, EILEME 4, while simplifying and streamlining the structure of financial flows between the Merging Companies. The cross-border merger will also allow for better financial management of the merging companies and will eliminate maintenance cost of EILEME 1, EILEME 2, EILEME 3, EILEME 4, and thus will lower the operating costs of the POLSAT Group at a consolidated level.

Moreover, thanks to the cross-border merger of the Merging Companies, the credibility and transparency of POLSAT Group, of which CYFROWY POLSAT is publicly listed on the Warsaw Stock Exchange (WSE) with listing symbol 'CPS', making intensive use of financing available on the public regulated capital market and receiving the benefits of external debt financing, will improve.